

## **Exhibit 5**

**UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK**

**In Re: MOTORS LIQUIDATION COMPANY  
Case No: 09-50026 (Jointly Administered)**

**NOTICE OF TRANSFER OF CLAIM OTHER THAN FOR SECURITY**

CLAIM NUMBER 46880 (Amends 1649) HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. 1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bank. P., of the transfer, other than for security, of the claim referenced in this evidence and notice.

Name of Transferee:

**The Seaport Group LLC**

Name and address where notices to transferee should be sent:

The Seaport Group, LLC  
360 Madison Avenue, 22<sup>nd</sup> Floor  
New York, NY 10017  
Attention: General Counsel

Phone: 212-616-7700  
Last Four Digits of Acct #: N/A

Name and Address where transferee payments  
Should be sent (if different from above):

Phone: N/A  
Last Four Digits of Acct. #: N/A

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

By: Jonathan Silverman 7/20/10  
General Counsel Date: 7/20/10  
Transferee / Transferee's Agent

*Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both 18U.S.C .152 &3571*

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--DEADLINE TO OBJECT TO TRANSFER--

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The transferor of claim named above is advised that this Notice of Transfer of Claim Other Than for Security has been filed in the clerk's office of this court as evidence of the transfer. Objections must be filed with the court within twenty (20) days of the mailing of this notice. If no objection is timely received by the court, the transferee will be substituted as the original claimant without further order of the court.

Date: \_\_\_\_\_

**CLERK OF THE COURT**

## EVIDENCE OF TRANSFER OF CLAIM

### TO: THE DEBTOR AND THE BANKRUPTCY COURT

For value received, the adequacy and sufficiency of which are hereby acknowledged, Dale Earnhardt, Inc. ("Assignor") hereby unconditionally and irrevocably sells, transfers and assigns to The Seaport Group LLC ("Assignee") all of its right, title, interest, claims and causes of action in and to, or arising under or in connection with, claims in the aggregate amount of \$3,031,180.00 (the "Assigned Claim"), against Motors Liquidation Company (f/k/a General Motors Corporation) ("Debtor"), the debtor-in-possession in Case No. 09-50026 (the "Case") under Chapter 11 of the Bankruptcy Code (11 U.S.C. § 101 et. seq.) (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), and any and all proofs of claim filed by Assignor with the Bankruptcy Court in respect of the foregoing claim.

Assignor hereby waives any objection to the transfer of the Assigned Claim to Assignee on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the foregoing claim and recognizing the Assignee as the sole owner and holder of the Assigned Claim. Assignor further directs the Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the Assigned Claim, and all payments or distributions of money or property in respect of claim, shall be delivered or made to the Assignee.

IN WITNESS WHEREOF, this Evidence of Transfer of Claim is executed on July 16, 2010.

By: Jeffrey Steiner Date Dale Earnhardt, Inc.  
Name of person signing Jeffrey Steiner  
Title of person signing EVP & GM

THE SEAPORT GROUP LLC

By: Jonathan Silverman 7/20/10  
General Counsel

COPY



UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF NEW YORK		PROOF OF CLAIM
Name of Debtor (Check Only One): <input checked="" type="checkbox"/> Motors Liquidation Company (f/k/a General Motors Corporation) <input type="checkbox"/> MLCS, LLC (f/k/a Saturn, LLC) <input type="checkbox"/> MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation) <input type="checkbox"/> MLC of Harlem, Inc. (f/k/a Chevrolet-Saturn of Harlem, Inc.)		Case No. 09-50026 (REG) 09-50027 (REG) 09-50028 (REG) 09-13558 (REG)
<small>NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case, but may be used for purposes of asserting a claim under 11 U.S.C. § 503(b)(9), see Item # 3. All other requests for payment of an administrative expense should be filed pursuant to 11 U.S.C. § 503.</small>		
Name of Creditor (the person or other entity to whom the debtor owes money or property): <b>Dale Earnhardt, Inc.</b>		<small>Your Claim is Scheduled As Follows:</small> 
Name and address where notices should be sent: <b>Dale Earnhardt, Inc.</b> Jeff Steiner, EVP & GM 1675 Dale Earnhardt Highway Mooresville, NC 28115-8330		
Telephone number: 704-662-8000 Email Address:		<input checked="" type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim. <b>Court Claim Number: 1649</b> <small>(If known)</small> Filed on: <b>09/29/2009</b>
Name and address where payment should be sent (if different from above): <b>N/A</b>		<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check this box if you are the debtor or trustee in this case.
Telephone number:		<small>If an amount is identified above, you have a claim scheduled by one of the Debtors as shown. (This scheduled amount of your claim may be an amendment to a previously scheduled amount.) If you agree with the amount and priority of your claim as scheduled by the Debtor and you have no other claim against the Debtor, you do not need to file this proof of claim form, EXCEPT AS FOLLOWS. If the amount shown is listed as DISPUTED, UNLIQUIDATED, or CONTINGENT, a proof of claim MUST be filed in order to receive any distribution in respect of your claim. If you have already filed a proof of claim in accordance with the attached instructions, you need not file again.</small>
1. Amount of Claim as of Date Case Filed, June 1, 2009: <b>\$ 3,031,180.00</b> <small>If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4. If all or part of your claim is entitled to priority, complete item 5. If all or part of your claim is asserted pursuant to 11 U.S.C. § 503(b)(9), complete item 5.</small>		
<input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.		
2. Basis for Claim: Motorsports Team Agreement, dated Oct. 26, 2007, by and between General (See instruction #2 on reverse side) <b>Motors Corp. &amp; Dale Earnhardt, Inc. as amended. Copy available</b>		
3. Last four digits of any number by which creditor identifies debtor: <b>N/A</b> upon request.		
3a. Debtor may have scheduled account as: <b>N/A</b> <small>(See instruction #3a on reverse side.)</small>		
4. Secured Claim (See instruction #4 on reverse side.) <small>Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.</small>		
Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Equipment <input type="checkbox"/> Other <small>Describe:</small>		
Value of Property: \$ _____ Annual Interest Rate ____% Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ _____		
Basis for perfection: _____		
Amount of Secured Claim: \$ _____		Amount Unsecured: \$ _____
6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim		
7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements or running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See instruction 7 and definition of "redacted" on reverse side.)		
DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.		
If the documents are not available, please explain in an attachment.		
Date: <b>7/12/10</b> Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.		FOR COURT USE ONLY

*Jeff Steiner*  
 Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.  
 Modified B10 (GCG) (12/08)